

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Invacare Corporation, *et al.*,

Debtors.

Chapter 11

Case No. 23-90068

(Jointly Administered)

Related Docket No: 440

**LIMITED OBJECTION OF MICROSOFT TO NOTICE OF (I) EXECUTORY
CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS
PURSUANT TO THE PLAN, (B) CURE AMOUNTS, IF, ANY, AND (C) RELATED
PROCEDURES IN CONNECTION THEREWITH**

Microsoft Corporation, by and through its undersigned counsel, respectfully submits the following limited objection (the “**Objection**”) to the *Notice of (I) Executory Contracts and Unexpired Leases to be Assumed by the Debtors Pursuant to the Plan, (II) Cure Amounts, if, any and (III) Related Procedures in Connection Therewith* [D.I. 440] (the “**Notice**”).

Microsoft Corporation (“**Microsoft**”), and Invacare Corporation are parties to a Three Year Reservation/Azure Program and related services to license Microsoft software and use Microsoft Cloud and Related Services (the “**Licensing Agreements**”).

1. The Notice proposes to assume and assign numerous Microsoft agreements identified as follows:

911	23-90068	Invacare Corporation	MICROSOFT AZURE	CLOUD SUBSCRIPTION	None
912	23-90068	Invacare Corporation	MICROSOFT CORPORATION	MICROSOFT PROFESSIONAL SERVICES	\$459,326.71
				DATA PROTECTION ADDENDUM	
913	23-90068	Invacare Corporation	MICROSOFT ENTERPRISE AGREEMENT	LICENSE	None
914	23-90068	Invacare Corporation	MID NEBRASKA MOBILITY INC	GOLD PROVIDER AGREEMENT	None
915	23-90067	Freedom Designs, Inc.	MID NEBRASKA MOBILITY, INC.	GOLD PROVIDER AGREEMENT	None
916	23-90068	Invacare Corporation	MIDWEST RESPIRATORY CARE INC	PLATINUM PROVIDER AGREEMENT	None

The total cure amount listed in the Notice is \$459,326.71.

2. If the Debtors propose to assume and assign the Licensing Agreements, the cure amount listed in the Notice is incorrect because it fails to account for a post-petition invoice (no. G019876332) attached hereto as **Exhibit A**. All outstanding pre- and post-petition invoices must be paid by the Debtors prior to assumption of the Licensing Agreements pursuant to Section 365(b)(1) of the Bankruptcy Code.

3. The undersigned believe the error in the cure amount listed in the Notice is solely related to the one invoice. Microsoft filed a Proof of Claim (0000010292) in this case listing the following invoices as then owing:

Exhibit	Document No.	Document Date	Payment Due Date	Amount
A	G015832169	11/15/2022	12/15/2022	\$115,715.04
B	G016814853	12/12/2022	1/11/2023	\$116,219.77
C	G017790891	1/12/2023	2/11/2023	\$115,119.56
D	G018878127	2/4/2023	3/7/2023	\$112,272.34
E	G019876332	3/4/2023	4/4/2023	\$102,426.22
			Total:	\$561,752.93

4. The total amount of the first four invoices included in the Proof of Claim match the amount listed in the Notice.

5. An additional monthly invoice was or should have been issued on April 4, 2023¹ and the amounts owing under such invoice should also be included in any cure amount owing and to be paid.

6. Accordingly, if Debtors intend to assume and assign the Licensing Agreements the cure amount no less than **\$561,752.93** plus any additional post-petition charges incurred by the Debtors under the Licensing Agreements through the effective date of assumption.

¹ Microsoft often puts a "hold" on accounts for customers in bankruptcy to prevent inadvertent violations of the automatic stay. If the April 4, 2023 invoice was not issued, please reach out to the undersigned and we will obtain it to be included in any cure payment made.

7. Microsoft reserves the right to withdraw this Limited Objection or revise the stated cure amount pending further investigation. Depending on the timing of the actual assumption and cure, the amount owed may increase for unpaid post-petition use of Microsoft's products and services.

WHEREFORE, Microsoft objects and states that the cure amount for the Licensing Agreements no less than **\$561,752.93** plus any additional post-petition charges incurred by the Debtors under the Licensing Agreements through the effective date of assumption.

Dated: This 20th day of April, 2023.

FOX ROTHSCHILD LLP

/s/ Trey A. Monsour

Trey A. Monsour, Esq. (Tex. Bar No. 14277200)

Fox Rothschild LLP

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Maria A. Milano, WSBA 29499

mamilano@foxrothschild.com

1001 Fourth Avenue, Suite 4400

Seattle, WA 98154

Tel: (206) 624-3600

Fax: (206) 389-1708

Attorneys for Microsoft Corporation

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on April 20, 2023, a true and correct copy of the foregoing Objection was served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas to all parties registered to receive such notice.

/s/ *Trey A. Monsour*
Trey A. Monsour

EXHIBIT A



Microsoft Corporation
One Microsoft Way
Redmond WA 98052
United States
FEIN: 91-1144442

Sold To

Invacare Corporation
1320 Taylor St.
Elyria
OHIO
44035-6250
US

Bill To

Invacare Corporation
1320 Taylor St.
Elyria
OH
44035-6250
US

Invoice Summary

Billing Profile	Invacare Corporation
Invoice Number	G019876332
Invoice Date In UTC	03/05/2023
Payment Terms	Net 30 days

Total Amount	USD 102,426.22
Due on 04/04/2023	

Questions on your bill? Visit <https://aka.ms/invoice-billing>

This invoice is for the billing period 02/01/2023 - 02/28/2023

This bill contains the charges for your purchases and services consumed from Microsoft. Find more details about your bill at

<https://admin.microsoft.com/Adminportal/Home#/billoverview/invoice-list/G019876332>

Billing Summary

Charges	96,174.83
Credits	0.00
Subtotal	96,174.83
Sales Tax (6.50%)	6,251.39

Total (including Tax)	USD 102,426.22
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There is a **USD 0.13** difference between the sum of consumption from all your projects totals and your invoice total. This difference results from rounding of charges that are allocated from the consolidated Billing account invoice to individual projects. These charges show up as unallocated.

Please pay **USD 102,426.22** on or before **04/04/2023** and reference invoice number **G019876332**. The following methods of payment are accepted:

Pay by wire/ACH

Bank: Bank of America
Branch: Dallas, TX
SWIFT Code: BOFAUS3N
ABA: 111 000 012
Account #: 4426587954
Account Name: Microsoft Corporation

Pay online

For your convenience, your bill is available to pay online through your business account at:-
<https://admin.microsoft.com/Adminportal/Home#/billoverview/invoice-list/G019876332#paynow>



Section Summary

Section Name	Charges (USD)	Tax Amount (USD)	Total (including Tax) (USD)
Invacare Corporation	90,620.15	5,890.35	96,510.50
IT Department	5,529.97	359.45	5,889.42
Default invoice section	24.58	1.59	26.17
Unallocated Charges	0.13	---	0.13

Details By Section

Invacare Corporation

Virtual Machines DSv3 Series - Reserved VM Instance, Standard_D16s_v3, US East, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/01/2023-02/28/2023	215.19	2	430.38	6.50%	27.96	458.34

Virtual Machines DSv3 Series - Reserved VM Instance, Standard_D4s_v3, US East, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/01/2023-02/28/2023	53.80	11	591.80	6.50%	38.39	630.19

Virtual Machines ESv3 Series - Reserved VM Instance, Standard_E32s_v3, US East, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/01/2023-02/28/2023	584.08	1	584.08	6.50%	37.96	622.04

Virtual Machines DSv3 Series - Reserved VM Instance, Standard_D8s_v3, US East, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/01/2023-02/28/2023	107.58	25	2,689.50	6.50%	175.00	2,864.50

Virtual Machines FS Series - Reserved VM Instance, Standard_F4s, US East, 3 Years - 3 Years Reservation



Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty	(USD)	Sales Tax	(USD)	(including Tax) (USD)
02/01/2023-02/28/2023	57.38	1	57.38	6.50%	3.73	61.11

Virtual Machines MS Series - Reserved VM Instance, Standard_M32ls, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty	(USD)	Sales Tax	(USD)	(including Tax) (USD)
02/01/2023-02/28/2023	586.75	3	1,760.25	6.50%	114.42	1,874.67

Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D16as_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty	(USD)	Sales Tax	(USD)	(including Tax) (USD)
02/01/2023-02/28/2023	215.11	2	430.22	6.50%	27.96	458.18

Virtual Machines Dv3 Series - Reserved VM Instance, Standard_D4_v3, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty	(USD)	Sales Tax	(USD)	(including Tax) (USD)
02/01/2023-02/28/2023	53.80	6	322.80	6.50%	20.94	343.74

Virtual Machines MS Series - Reserved VM Instance, Standard_M64ls, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty	(USD)	Sales Tax	(USD)	(including Tax) (USD)
02/01/2023-02/28/2023	1,105.91	3	3,317.73	6.50%	215.64	3,533.37

Virtual Machines Easv4 Series - Reserved VM Instance, Standard_E4as_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty	(USD)	Sales Tax	(USD)	(including Tax) (USD)
02/01/2023-02/28/2023	72.61	4	290.44	6.50%	18.88	309.32

Virtual Machines MS Series - Reserved VM Instance, Standard_M64ms, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price		Charges/ Credits		Tax Amount	Total
Charge Start Date - Charge End Date	(USD)	Qty		Sales Tax	(USD)	(including



Microsoft Corporation
One Microsoft Way
Redmond WA 98052
United States
FEIN: 91-1144442

Sold To

Invacare Corporation
1320 Taylor St.
Elyria
OHIO
44035-6250
US

Bill To

Invacare Corporation
1320 Taylor St.
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Invoice Summary

Billing Profile	Invacare Corporation
Invoice Number	G019876332
Invoice Date In UTC	03/05/2023
Payment Terms	Net 30 days

Total Amount	USD 102,426.22
Due on 04/04/2023	

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			(USD)			Tax) (USD)
02/04/2023-03/03/2023	2,111.00	3	6,333.00	6.50%	411.63	6,744.63

Virtual Machines FSv2 Series - Reserved VM Instance, Standard_F16s_v2, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/07/2023-03/06/2023	181.05	1	181.05	6.50%	11.77	192.82

Virtual Machines Ev3 Series - Reserved VM Instance, Standard_E4_v3, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/10/2023-03/09/2023	73.00	1	73.00	6.50%	4.75	77.75

Virtual Machines MS Series - Reserved VM Instance, Standard_M32ls, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/10/2023-03/09/2023	586.75	2	1,173.50	6.50%	76.28	1,249.78

Virtual Machines Dsv4 Series - Reserved VM Instance, Standard_D8s_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/28/2023-03/30/2023	105.38	2	210.76	6.50%	13.70	224.46

Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D16as_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/28/2023-03/30/2023	210.80	2	421.60	6.50%	27.40	449.00

Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D8as_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						



02/28/2023-03/30/2023	107.55	1	107.55	6.50%	6.99	114.54
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Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D8as_v4, US East, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/28/2023-03/30/2023	105.38	8	843.04	6.50%	54.80	897.84

Virtual Machines FSv2 Series - Reserved VM Instance, Standard_F8s_v2, US West 2, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/28/2023-03/30/2023	90.52	1	90.52	6.50%	5.88	96.40

Usage Charges - Azure plan

Purchases Charge Start Date - Charge End Date	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Compute 02/01/2023-02/28/2023	25,056.27	6.50%	1,628.65	26,684.92
Storage 02/01/2023-02/28/2023	28,670.31	6.50%	1,863.59	30,533.90
Networking 02/01/2023-02/28/2023	12,203.05	6.50%	793.19	12,996.24
Security 02/01/2023-02/28/2023	3,097.82	6.50%	201.36	3,299.18
Management and Governance 02/01/2023-02/28/2023	1,546.88	6.50%	100.56	1,647.44
Integration 02/01/2023-02/28/2023	2.74	6.50%	0.18	2.92
Azure Marketplace Services 02/01/2023-02/28/2023 Publisher: ProComputers	120.94	6.50%	7.86	128.80
Databases 02/01/2023-02/28/2023	13.54	6.50%	0.88	14.42

IT Department

Usage Charges - Azure plan

Purchases Charge Start Date - Charge End Date	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
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			(USD)			Tax) (USD)
02/04/2023-03/03/2023	2,111.00	3	6,333.00	6.50%	411.63	6,744.63

Virtual Machines FSv2 Series - Reserved VM Instance, Standard_F16s_v2, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/07/2023-03/06/2023	181.05	1	181.05	6.50%	11.77	192.82

Virtual Machines Ev3 Series - Reserved VM Instance, Standard_E4_v3, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/10/2023-03/09/2023	73.00	1	73.00	6.50%	4.75	77.75

Virtual Machines MS Series - Reserved VM Instance, Standard_M32ls, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/10/2023-03/09/2023	586.75	2	1,173.50	6.50%	76.28	1,249.78

Virtual Machines Dsv4 Series - Reserved VM Instance, Standard_D8s_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/28/2023-03/30/2023	105.38	2	210.76	6.50%	13.70	224.46

Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D16as_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						
02/28/2023-03/30/2023	210.80	2	421.60	6.50%	27.40	449.00

Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D8as_v4, US East, 3 Years - 3 Years Reservation

Purchases	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Charge Start Date - Charge End Date						



02/28/2023-03/30/2023	107.55	1	107.55	6.50%	6.99	114.54
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Virtual Machines Dasv4 Series - Reserved VM Instance, Standard_D8as_v4, US East, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/28/2023-03/30/2023	105.38	8	843.04	6.50%	54.80	897.84

Virtual Machines FSv2 Series - Reserved VM Instance, Standard_F8s_v2, US West 2, 3 Years - 3 Years Reservation

Purchases Charge Start Date - Charge End Date	Unit Price (USD)	Qty	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
02/28/2023-03/30/2023	90.52	1	90.52	6.50%	5.88	96.40

Usage Charges - Azure plan

Purchases Charge Start Date - Charge End Date	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
Compute 02/01/2023-02/28/2023	25,056.27	6.50%	1,628.65	26,684.92
Storage 02/01/2023-02/28/2023	28,670.31	6.50%	1,863.59	30,533.90
Networking 02/01/2023-02/28/2023	12,203.05	6.50%	793.19	12,996.24
Security 02/01/2023-02/28/2023	3,097.82	6.50%	201.36	3,299.18
Management and Governance 02/01/2023-02/28/2023	1,546.88	6.50%	100.56	1,647.44
Integration 02/01/2023-02/28/2023	2.74	6.50%	0.18	2.92
Azure Marketplace Services 02/01/2023-02/28/2023 Publisher: ProComputers	120.94	6.50%	7.86	128.80
Databases 02/01/2023-02/28/2023	13.54	6.50%	0.88	14.42

IT Department

Usage Charges - Azure plan

Purchases Charge Start Date - Charge End Date	Charges/ Credits (USD)	Sales Tax	Tax Amount (USD)	Total (including Tax) (USD)
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Storage 02/01/2023-02/28/2023	308.60	6.50%	20.03	328.63
Databases 02/01/2023-02/28/2023	985.42	6.50%	64.05	1,049.47
Security 02/01/2023-02/28/2023	668.78	6.50%	43.47	712.25
Compute 02/01/2023-02/28/2023	3,428.51	6.50%	222.88	3,651.39
Networking 02/01/2023-02/28/2023	99.97	6.50%	6.51	106.48
Analytics 02/01/2023-02/28/2023	30.34	6.50%	1.97	32.31
Management and Governance 02/01/2023-02/28/2023	8.35	6.50%	0.54	8.89

Default invoice section

Usage Charges - Azure plan

Purchases Charge Start Date - Charge End Date	Charges/ Credits (USD)		Tax Amount (USD)	Total (including Tax) (USD)
Compute 02/01/2023-02/28/2023	0.04	---	---	0.04
Databases 02/01/2023-02/28/2023	0.34	6.50%	0.02	0.36
Networking 02/01/2023-02/28/2023	24.20	6.50%	1.57	25.77

Unallocated Charges

Usage Charges - Azure plan

Purchases Charge Start Date - Charge End Date	Charges/ Credits (USD)		Total (including Tax) (USD)
Storage 02/01/2023-02/28/2023	0.06		0.06
Networking 02/01/2023-02/28/2023	0.04		0.04
Security 02/01/2023-02/28/2023	0.02		0.02
Databases 02/01/2023-02/28/2023	0.01		0.01



Payment Instructions:

Please pay **USD 102,426.22** on or before **04/04/2023** and reference invoice number **G019876332**. The following methods of payment are accepted:

Pay by wire/ACH

Bank: Bank of America

Branch: Dallas, TX

SWIFT Code: BOFAUS3N

ABA: 111 000 012

Account #: 4426587954

Account Name: Microsoft Corporation

Pay online

For your convenience, your bill is available to pay online through your business account at:-

<https://admin.microsoft.com/Adminportal/Home#/billoverview/invoice-list/G019876332#paynow>

Publisher information

Publisher name**Publisher address**

SendGrid

929 Pearl Street
Boulder CO 80302 US

ProComputers SRL

Str. Constantin
Dobrogeanu Gherea
nr. 9 Oradea 410061
RO